

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

<b>In Re:</b>	§	<b>Chapter 11</b>
	§	
<b>W.R. GRACE &amp; CO., et al.,</b>	§	<b>Jointly Administered</b>
	§	<b>Case No. 01-01139 (JKF)</b>
<b>Debtors.</b>	§	

**NOTICE OF FORTY-SIXTH INTERIM VERIFIED FEE APPLICATION OF  
WARREN H. SMITH & ASSOCIATES, P.C. AS FEE AUDITOR FOR ALLOWANCE  
OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Name of Applicant: Warren H. Smith & Associates, P.C.

Authorized to Provide  
Services: As Fee Auditor to the Estates

Date of Retention: March 18, 2002

Period for Which Compensation and  
Reimbursement is Sought: July 1, 2012 through September 30, 2012

Amount of Compensation  
Requested: \$41,727.50

Amount of Expense  
Reimbursement Requested: \$1,015.76

Amount of Compensation  
Requested Less Holdback: \$33,382.00

Amount of Compensation Paid  
For Applicable Period: \$20,957.60

Amount of Expenses Reimbursed  
For Applicable Period: \$889.24

Total Amount of Holdback  
Fees in Aggregate: \$20,769.90

**CUMULATIVE SUMMARY OF MONTHLY APPLICATIONS OF WARREN H. SMITH & ASSOCIATES, P.C. FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD JULY 1, 2012 THROUGH SEPTEMBER 30, 2012:**

<b>Filing Date</b>	<b>For the Period of</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>Amount of Fees Paid</b>	<b>Amount of Expenses Paid</b>
08/24/12	July 1, 2012- July 31, 2012	\$14,681.50	\$281.95	\$11,745.20	\$281.95
09/25/12	August 1, 2012- August 31, 2012	\$11,515.50	\$607.29	\$9,212.40	\$607.29
11/7/12	September 1, 2012- September 30, 2012	\$15,530.50	\$126.52	\$0.00	\$0.00

**CUMULATIVE COMPENSATION SUMMARY BY PROJECT CATEGORY:**

<b>Project Category</b>	<b>Total Hours For The Period 7/1/12 through 9/30/12</b>	<b>Total Fees For The Period 7/1/12 through 9/30/12</b>
Accounting/Auditing	283.5	\$40,812.50
Fee Application	15.2	\$915.00
<b>Total</b>	<b>298.70</b>	<b>\$41,727.50</b>

**CUMULATIVE EXPENSE SUMMARY:**

<b>Expense Category</b>	<b>Total Expenses for the Period 7/1/12 through 9/30/12</b>
Long Distance	\$0.00
Third Party Copies & Document Mailing	\$769.42
Travel Expenses	\$0.00
Fed-Ex	\$41.74
Photocopies	\$56.70
PACER Research	\$147.90
CourtCall Conference Services	\$0.00
Westlaw	\$0.00
<b>TOTAL</b>	<b>\$1,015.76</b>

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

<b>In Re:</b>  <b>W.R. GRACE &amp; CO., et al.,</b>  <b>Debtors.</b>	§ § § § § §	<b>Chapter 11</b>  <b>Jointly Administered</b> <b>Case No. 01-01139 (JKF)</b>
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**FORTY-SIXTH INTERIM VERIFIED FEE APPLICATION OF  
WARREN H. SMITH & ASSOCIATES, P.C. AS FEE AUDITOR FOR ALLOWANCE  
OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, dated November 30, 2000 (the “Administrative Order”), and the Order Appointing Fee Auditor and Establishing Related Procedures Concerning the Allowance of Payment of Compensation and Reimbursement of Expenses of Applicants and Consideration of Fee Applications, dated March 18, 2002 (the “Fee Auditor Order”), the law firm of Warren H. Smith & Associates, P.C. ("WHS") hereby files this Forty-Sixth Interim Verified Fee Application of Warren H. Smith & Associates, P.C. as Fee Auditor for Allowance of Compensation and for Reimbursement of Expenses (the “Application”). By this Application, WHS seeks that this Honorable Court award it reasonable compensation for professional legal services rendered as fee auditor for the estates of W. R. Grace & Co., et al. ("Debtors") in the amount of \$41,727.50 together with reimbursement for actual and necessary expenses incurred in the amount of \$1,015.76 for the period commencing July 1, 2012 through September 30, 2012 (the "Interim Period"). In support of its Application, WHS respectfully states as follows:

### **Background**

1. On April 2, 2001, the Debtors filed voluntary petitions in this Court for relief under Chapter 11 of the Bankruptcy Code (the "Code"), 11 U.S.C. §§ 101 et. seq., as amended. The Debtors continued in possession of their assets and were authorized to operate and manage their respective businesses pursuant to Bankruptcy Code §§ 1107 and 1108.

2. On March 18, 2002, this Court signed the Fee Auditor Order, approving the retention of WHS as fee auditor for the Debtors. The Fee Auditor Order authorized WHS to be compensated: "the lesser of (a) the ordinary hourly rate of the Fee Auditor for services of this nature or (b) 1% of the aggregate Applicant billings (fees and expenses) reviewed by the Fee Auditor that are subject to this Order over the life of these Chapter 11 Cases."

### **Compensation Paid and its Source**

3. All services for which compensation is requested by WHS were performed for or on behalf of the bankruptcy estate and the Debtors and not on behalf of any committee, creditor or other person.

4. Other than interim payments from the Debtors set forth in the notice, above, WHS has received no payment or promise for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these cases, and there is no agreement or understanding between WHS and any other person other than members of the firm for the sharing of compensation to be received for services rendered in these cases.

### **Summary of Services**

5. Attached hereto as Exhibit B are WHS's billing statements for the Interim Period. These statements contain detailed daily time logs describing the time expended by each attorney and para-professional for the Interim Period.

6. To the best of WHS's knowledge, this Application complies with sections 330 and

331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2012, and the Administrative Order.

7. During the Interim Period, WHS spent 15.2 hours of time for \$915.00 in fees seeking its own compensation. The professionals of WHS whom have rendered professional services to the Debtors during the Interim Period are Warren H. Smith and Bobbi Ruhlander. The para-professionals of WHS whom have rendered professional services to the Debtors in these cases during the Interim Period are James Wehrmann, Doreen Williams, Alexa Parnell and Anthony Lopez.

#### **Disbursements**

8. WHS has incurred \$1,015.76 in disbursements for the Interim Period for Pacer charges, third party copies, Westlaw charges and photocopies.

#### **Valuation of Services**

9. The rates charged by each professional during the Interim Period are set forth in Exhibit A. These rates are equal to or below WHS's normal hourly rates of compensation for work of this character. Attorneys and para-professionals of WHS have expended a total of 298.70 hours in connection with this matter during the Interim Period. The reasonable value of the services rendered by WHS for the Interim Period in these cases under Chapter 11 is \$41,727.50.

10. In accordance with the factors enumerated in 11 U.S.C. §§ 330, the amount of fees and expenses requested by WHS is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, WHS has reviewed the requirements of Local Rule 2016-2 of the Local Rules of the United States Bankruptcy

Court for the District of Delaware, Amended Effective February 1, 2012, and believes that this application complies with that rule.

WHEREFORE, WHS respectfully requests that an allowance be made to it in the amount of \$41,727.50 for fees and \$1,015.76 as reimbursement of actual necessary costs and expenses, for a total of \$42,743.26 for the period commencing July 1, 2012 through September 30, 2012, that such sums be authorized for payment, and for such other and further relief as this Court may deem just and proper.

Dated: January 10, 2013

WARREN H. SMITH & ASSOCIATES, P.C.



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Warren H. Smith

2235 Ridge Road, Suite 105  
Rockwall, TX 75087  
214-698-3868  
214-722-0081 (fax)  
[whsmith@whsmithlaw.com](mailto:whsmith@whsmithlaw.com)

**CERTIFICATE OF SERVICE**

I, Warren H. Smith, caused the preceding report to be served by First Class United States mail on the persons on the service list attached to the original on file, this 10<sup>th</sup> day of January, 2013  
Copies of the service list may be obtained by contacting the undersigned.

A handwritten signature in blue ink, appearing to read "W H Smith", is written above a horizontal line.

Warren H. Smith

VERIFICATION

STATE OF TEXAS       '  
                                      '  
COUNTY OF ROCKWALL '

SS:

Warren H. Smith, after being duly sworn according to law, deposes and says:

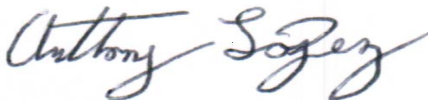
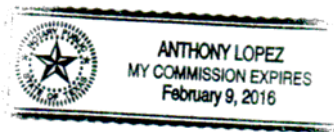
1. I am the principal in the applicant firm, Warren H. Smith & Associates, P.C., and have been admitted to the bar of the Supreme Court of Texas since 1987.

2. I have personally performed many of the services rendered by Warren H. Smith & Associates, P.C. as fee auditor in these cases and am thoroughly familiar with all other work performed by the professionals in the firm.

3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2012, and submit that the Application substantially complies with such rule.



SWORN TO AND SUBSCRIBED before me, a Notary Public for the State and County aforesaid, on the 10<sup>th</sup> day of January, 2013.





**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

<b>In Re:</b>	§	<b>Chapter 11</b>
	§	
<b>W.R. GRACE &amp; CO., et al.,</b>	§	<b>Jointly Administered</b>
	§	<b>Case No. 01-01139 (JKF)</b>
<b>Debtors.</b>	§	

**ORDER APPROVING FORTY-SIXTH INTERIM  
VERIFIED FEE APPLICATION OF WARREN H. SMITH & ASSOCIATES, P.C.  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

AND NOW, this \_\_\_\_\_ day of \_\_\_\_\_, 2013 upon the Forty-Sixth Interim Verified Fee Application of Warren H. Smith & Associates, P.C. for Allowance of Compensation and Reimbursement of Expenses (the "Application") dated January 11, 2013, the Court having been satisfied that the interim compensation and reimbursement requested therein is reasonable and justified given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services and (e) the costs of comparable services in cases other than cases under Title 11, and after notice and a hearing;

IT IS HEREBY ORDERED that the Application is approved and that the Debtors, or their successors in interest, are authorized and directed to pay to Warren H. Smith & Associates, P.C. the sum of \$41,727.50 as compensation for necessary professional services rendered for the period July 1, 2012 through September 30, 2012, and the sum of \$1,015.76 for reimbursement of actual and necessary costs and expenses incurred for the same period.

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United States Bankruptcy Judge

## Service List

### **The Debtors**

David B. Siegel, Esquire  
Sr. V.P. and Gen. Counsel  
W.R. Grace & Co.  
7500 Grace Drive  
Columbia MD 21044

### **The Judge**

Honorable Judith K. Fitzgerald  
590 US Steel Tower  
600 Grant Street  
Pittsburg, PA 15219

### **Co-Counsel for the Debtors**

James H.M. Sprayregen, Esquire  
Kirkland & Ellis  
200 East Randolph Drive  
Chicago, IL 60601

Laura Davis Jones, Esquire  
David Carickhoff, Esquire  
Pachulski, Stang, Ziehl, Young & Jones, P.C.  
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Wilmington, DE 19801

### **Co-Counsel to the Debtor-in-Possession**

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### **Counsel to the Official Committee of Unsecured Creditors**

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### **Counsel to the Official Committee of Asbestos Property Damage Claimants**

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Michael B. Joseph, Esquire  
Ferry & Joseph, P.A.  
824 Market Street, Suite 904  
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### **Counsel to the Official Committee of Personal Injury Claimants**

Elihu Inselbuch, Esquire  
Caplin & Drysdale, Chartered  
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New York, NY 10152

Matthew G. Zaleski, III, Esquire  
Campbell & Levine  
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Wilmington, DE 19801

### **The Official Committee of Equity Holders**

Philip Bently, Esquire  
Kramer, Levin, Naftalis & Frankel LLP  
919 Third Avenue  
New York, NY 10022

Teresa K.D. Currier, Esquire  
Klett Rooney Leber & Schorling  
1000 West Street, Suite 1410  
Wilmington, DE 1980

### **The Office of the United States Trustee**

Office of the U.S. Trustee  
844 King Street, Room 2311  
Wilmington, DE 19801

**Exhibit A**

<b>Timekeeper</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Anthony Lopez	Clerk since 2002	136.2	45	\$6,129.00
James A. Wehrmann	Legal Assistant since 1989	82	155	\$12,710.00
Doreen Williams	Paralegal since 1982	.2	165	\$33.00
Alexa Parnell	Legal Assistant since 1984	.4	175	\$70.00
Bobbi S. Ruhlander	Member of Texas Bar since 1990	78.5	285	\$22,372.50
	Member of Oklahoma Bar since 1983			
Warren H Smith	Principal of firm formed in 2001. Member of Texas Bar since 1987, Illinois Bar since 1979	1.4	295	\$413.00
Total Hours Worked	298.7			
Total Amount Billed	\$41,727.50			

**Exhibit B**

(see attached)